







NEW HAMPSHIRE

Corporation Division

Search
 By Business Name
 By Business ID
 By Registered Agent
 Annual Report
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Date: 5/1/2013

Current Name: JOHNSON & JOHNSTON ASSOCIATES, INC.

| Image | Date | Document |
|--|------------|--------------------------|
|  N | 6/30/1984 | Creation Filing |
| | 2/4/1985 | Annual Report |
| | 1/6/1986 | Annual Report |
| | 1/21/1987 | Annual Report |
|  N | 9/21/1987 | Survivor |
| | 1/26/1988 | Annual Report |
| | 1/18/1989 | Annual Report |
| | 2/4/1991 | Annual Report |
| | 2/4/1991 | Annual Report |
| | 2/13/1992 | Annual Report |
| | 6/15/1993 | Annual Report |
| | 1/27/1994 | Annual Report |
| | 3/13/1995 | Annual Report |
| | 3/13/1996 | Annual Report |
|  N | 11/25/1996 | Amend/Restate |
| | 3/25/1997 | Annual Report |
| | 2/17/1998 | Annual Report |
| | 3/24/1999 | Annual Report |
| | 2/23/2000 | Annual Report |
|  N | 3/17/2000 | Survivor |
| | 3/17/2000 | Agent Change/Resign |
| | 3/23/2000 | Agent Change/Resign |
| | 3/28/2001 | Annual Report |
| | 3/5/2002 | Agent Change/Resign |
| | 1/29/2003 | Annual Report |
|  N | 1/29/2003 | Annual Report |
| | 2/23/2004 | Annual Report |
|  N | 2/14/2005 | Withdraw/Dissolve/Cancel |

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NEW HAMPSHIRE

Corporation Division

Search
By Business Name
By Business ID
By Registered Agent
Annual Report
File Online

Date: 4/24/2012

Filed Documents

(Annual Report History, View Images, etc.)

Business Name History

| Name | Name Type |
|-------------------------------------|-----------|
| JOHNSON & JOHNSTON ASSOCIATES, INC. | Legal |

Corporation - Domestic - Information

| | |
|--------------------------------|----------------------------------|
| Business ID: | 78383 |
| Status: | Dissolved |
| Entity Creation Date: | 6/30/1984 |
| Dissolve Date: | 2/14/2005 |
| Principal Office Address: | 130 RT 111 HAMPSTEAD NH 03841 |
| Principal Mailing Address: | No Address |
| Last Annual Report Filed Date: | 2/23/2004 |
| Last Annual Report Filed: | 2004 |

Registered Agent

| | |
|------------------|------------------------------------|
| Agent Name: | Staib, G. William |
| Office Address: | 130 RTE 111T HAMPSTEAD NH 03841 |
| Mailing Address: | |

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STATE OF NEW HAMPSHIRE

Filing fee: \$ 25.00
+ License fee: \$ 60.00 (See Section 136 II)
Total fees \$ 85.00
Use black print or type.
Leave 1" margins both sides.

Form No. 11
RSA 293-A:54

FILED

JUN 30 1984

NEW HAMPSHIRE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

JOHNSON & JOHNSTON ASSOCIATES, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER
THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING
ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is JOHNSON & JOHNSTON ASSOCIATES, INC. (Note 1)

SECOND: The period of its duration if such period is other
than perpetual: Perpetual

THIRD: The corporation is empowered to transact any and all
lawful business for which corporations may be incorporated under
RSA 293-A and the principal purpose or purposes for which the
corporation is organized are:

(a) To develop, manufacture, assemble, fabricate, import, lease,
purchase, or otherwise acquire, invest in, hold, use, license the
use of, install, handle, maintain, service or repair, sell, pledge,
mortgage, exchange, export, distribute, lease, assign, and otherwise
dispose of, and generally to trade and deal in and with, as principal or
agent, at wholesale, retail, on commission, or otherwise, printed
circuit board components, equipment and components of every kind and
description, together with related devices and equipment and similar
goods, wares, merchandise, commodities, articles of commerce, and
property of every kind and description, and any and all products,
machinery, equipment, and supplies used or useful in connection with
the electronics industry.

(b) The corporation is further empowered to transact any and all
lawful business for which corporations may be incorporated under RSA
293-A.

[if more space is needed, attach additional sheet(s)]

FOURTH: Approval, license or permit from another New Hampshire agency, board or commission required prior to receiving a Certificate of Incorporation from the Secretary of State, has been obtained from (Note 2) none required

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is: (Note 3)

300 shares, no par common stock

SIXTH: Provisions, if any, for the limitation or denial of preemptive rights: (Note 4)

None

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are: (Note 5)

The initial by-laws of the corporation to be adopted by the directors shall not be altered, amended or repealed, nor shall new by-laws be adopted except by vote the shareholders at any regular or special meeting.

ARTICLES OF INCORPORATION
OF JOHNSON & JOHNSTON ASSOCIATES, INC.

Form No. 11
(cont.)

EIGHTH: The address of the initial registered office of the corporation is 130 Route 111, Hampstead, New Hampshire

and the name of its initial registered agent at such address is
James A. Johnston

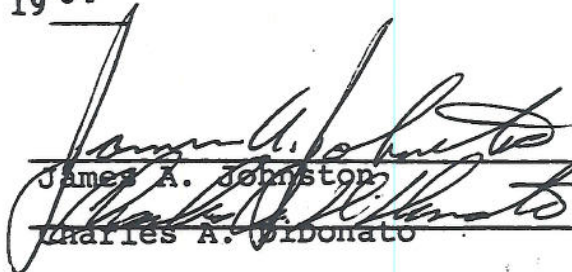

NINTH: The number of directors constituting the initial board of directors of the corporation is 2, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| <u>James A. Johnston</u> | <u>29 Castle Hill Road, Windham, N.H. 03087</u> |
| <u>Charles A. DiDonato</u> | <u>35 Constantine Drive, Tyngsboro, MA. 01879</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

TENTH: The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------------------|---|
| <u>James A. Johnston</u> | <u>29 Castle Hill Road, Windham, N. H. 03087</u> |
| <u>Charles A. DiDonato</u> | <u>35 Constantine Drive, Tyngsboro, MA. 01879</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

Dated June 26, , 19 84


James A. Johnston

Charles A. DiDonato

Incorporator(s)
(Note 6)

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989

Filing fee: \$ 25.00
Use black print or type.
Leave 1" margins both sides.

Form No. 28
RSA 293-A:76 & 78

FILED

SEP 21 1987

**NEW HAMPSHIRE
SECRETARY OF STATE**

ARTICLES OF MERGER
OF FOREIGN SUBSIDIARY CORPORATION
INTO
DOMESTIC PARENT CORPORATION

PURSUANT TO THE PROVISIONS OF SECTIONS 76 AND 78 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING A SUBSIDIARY CORPORATION INTO THE UNDERSIGNED AS THE SURVIVING CORPORATION:

FIRST: The subsidiary corporation to be merged into the undersigned parent corporation is incorporated under the laws of California, and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was approved by the board of directors of the undersigned, as the surviving corporation, in the manner prescribed by the New Hampshire Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of California, the jurisdiction under which the subsidiary corporation is organized:

(Insert Plan of Merger)

[If more space needed, attach additional sheet(s)]

(SEE ATTACHED)

PLAN OF MERGER

Johnson & Johnston Associates, Inc. (a New Hampshire Corporation) and J & J West, Inc. (a California Corporation) into Johnson & Johnston Associates, Inc.

This Plan is a Plan of Merger between Johnson & Johnston Associates, Inc., a New Hampshire corporation and J & J West, Inc., a California corporation and consists of the following provisions:

1. The Merging Corporation shall be J & J West, Inc., a California corporation. The surviving corporation shall be Johnson & Johnston Associates, Inc., a New Hampshire corporation. The Merging Corporation and the Surviving Corporation shall merge into the Surviving Corporation. The Merging Corporation shall cease to exist after the Effective Date of this Plan.

2. This Plan is subject to the following terms and conditions:

2.01 Each and every share of stock in the Merging Corporation shall be cancelled and no shares of stock shall be issued in replacement thereof.

2.02 Each and every share of stock in the Surviving Corporation in existence prior to the Effective Date of this Plan shall remain issued and outstanding.

2.03 The name of the Surviving Corporation shall be Johnson & Johnston Associates, Inc.

3. No shares of any corporation subject to this Plan shall be converted in any part into cash or other property.

4. No changes in the Articles of Incorporation of the Surviving Corporation shall be affected by this Plan of Merger.

5. The Effective Date of this Plan shall be the earlier of the date that is filed with the Secretary of State in the State of New Hampshire or June 30, 1987.

6. This Plan is intended not to affect in any way the identity of the Merging Corporation but simply to reincorporate it in New Hampshire. The Merging and Surviving Corporation have the same stockholders and shall undertake the same business activities.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

| <u>Name of Subsidiary</u> | <u>Number of Shares Outstanding</u> | <u>Designation of Class</u> | <u>Number of Shares Owned by Surviving Corporation</u> |
|---------------------------|---|---------------------------------|--|
| J & J West, Inc. | 100 | Common | Johnson & Johnston Associates, Inc. |

Dated June 30, 19 87

JOHNSON & JOHNSTON ASSOCIATES, INC. (Note 1)

By James A. Johnston (Note 2)
Signature of its President

James A. Johnston
Print or type name

and James A. Johnston (Note 2)
Signature of its Secretary

James A. Johnston
Print or type name

- Notes: 1. Exact name of parent corporation executing Articles.
2. Signatures and titles of officers signing for the corporation. Must be signed by President or Vice-President and Secretary or Assistant Secretary.

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989

J & J WEST, INC.

Waiver of Mailing of Plan
of Merger by Shareholder

NOW COMES Johnson & Johnston Associates, Inc., a corporation duly organized and existing under the laws of the State of New Hampshire, holder of all of the outstanding shares of J & J West, Inc., a corporation duly organized and existing under the laws of the State of California, and waives the mailing of a copy of the Plan of Merger of J & J West, Inc. into Johnson and Johnston Associates, Inc., all as provided by RSA 293-A:76, III.

JOHNSON & JOHNSTON ASSOCIATES, INC.

By


James A. Johnston

Its President

By


James A. Johnston

Its Secretary

Filing fee: \$35.00
Use black print or type.
Leave 1" margins both sides.

Form No. 14
RSA 293-A:10.06

FILED

NOV 25 1996

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Johnson & Johnston Associates,
Inc.

SECOND: The text of each amendment adopted is:

ARTICLE FIFTH is hereby deleted and amended to read in its entirety as follows:

250 shares of voting common stock, without par value; and

50 shares of non-voting common stock, without par value. The non-voting common stock shall be identical in all respects to the voting common stock, except that the non-voting common stock shall not be entitled to vote on any matter, except as required explicitly by the New Hampshire Business Corporation Act.

THIRD: If the amendment provides for an exchange, reclassification, or cancellation of "issued" shares the provisions for implementing the amendment(s) if not contained in the above amendment are:

N/A

FOURTH: The amendment(s) were adopted on (date) November 22, 1996

[if more space is needed, attach additional sheet(s)]

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

Form No. 14
(Cont.)

OF Johnson & Johnston Associates, Inc.

FIFTH: (Check one)

A. The amendment(s) were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

B. X The amendment(s) were approved by the shareholders.
(Note 1)

| <u>Designation (class or series) of voting group</u> | <u>Number of shares outstanding</u> | <u>Number of votes entitled to be cast</u> | <u>Number of votes indisputably voted by unanimous written consent</u> |
|--|---|--|--|
| common stock | 100 | 100 | 100 |

| <u>Designation (class or series) of voting group</u> | <u>Total number of votes cast:</u> <u>FOR</u> <u>AGAINST</u> | <u>OR</u> | <u>Total number of undisputed votes cast FOR</u> |
|--|---|-----------|--|
| common stock | | | 100 |

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

Form No. 14
(Cont.)

051

OF Johnson & Johnston Associates, Inc.

SIXTH: The number cast for the amendment(s) by each voting group was sufficient for approval by each voting group.

Dated November 12, 19 96

Johnson & Johnston Associates, Inc. (Note 2)

By James A. Johnston (Note 3)
Signature of its President

James A. Johnston
Print or type name

- Notes: 1: All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
2. Exact corporate name of corporation adopting articles of amendment.
3. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00
 Use black print or type.
 Leave 1" margins both sides.

Form No. 26
 RSA 293-A:11.05

FILED

MAR 17 2000

WILLIAM M. GARDNER
 NEW HAMPSHIRE
 SECRETARY OF STATE

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

Johnson & Johnston Associates, Inc.
 (surviving corporation)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. THE PLAN OF MERGER IS ATTACHED. (Note 1)

Name of Domestic Corporation Johnson & Johnston Associates, Inc.

- (Check one) A. Shareholder approval was not required.
 B. X Shareholder approval was required. (Note 2)

| Designation (class or series) of voting group | No. of shares outstanding | Total no. of votes entitled to be cast | Total no. of votes cast <u>FOR</u> <u>AGAINST</u> | OR | Total no. of undisputed votes <u>FOR</u> |
|--|------------------------------|---|---|----|--|
| Voting Common Stock | 100 | 100 | | | 100 |
| Non-voting Common stock | 14.29 | NONE | | | |

SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

Name of Foreign Corporation CAC Products Acquisition, Inc.

State of Incorporation Delaware

THIRD: The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

ARTICLES OF MERGER
INTO Johnson & Johnston Associates, Inc.

Form No. 26
(Cont.)

FOURTH: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is (Note 3) 250 shares of voting common stock and 50 shares of non-voting common stock.

Dated February 29, 2000

Johnson & Johnston Associates, Inc. (Note 4)

By Michael C. Veysey (Note 5)
Signature of its Vice President

Michael C. Veysey
Print or type name

CAC Products Acquisition, Inc. (Note 4)

By Michael C. Veysey (Note 5)
Signature of its Senior Vice President

Michael C. Veysey
Print or type name

- Notes:
1. The Plan of Merger must be submitted with this form.
 2. All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 3. Complete this section if surviving corporation is a domestic corporation.
 4. Exact corporate names of respective corporations executing the Articles.
 5. Signature and title of person signing for the corporation. Must be signed by Chairman of the Board of Directors, President or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL (INCLUDING PLAN OF MERGER) and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Agreement*") is being entered into this 29th day of February, 2000, by and between Johnson & Johnston Associates, Inc., a New Hampshire corporation ("*JJA*" or the "*Surviving Corporation*"), and CAC Products Acquisition, Inc., a Delaware corporation ("*CAC Products*" or the "*Merging Corporation*"), which will be merged with and into JJA pursuant to the terms of this Agreement.

RECITALS

WHEREAS the laws of the states under which the Surviving Corporation and the Merging Corporation are incorporated permit this merger; and

WHEREAS the Surviving Corporation and the Merging Corporation have agreed to merge pursuant to the terms, provisions and conditions set forth in this Agreement; and

WHEREAS the Boards of Directors of each corporation party to this Agreement have determined that it is advisable that this merger occurs and have approved this Agreement; and

WHEREAS the Boards of Directors of JJA and CAC Products have resolved that the terms of the merger be submitted to their respective sole shareholders for adoption; and

WHEREAS the sole shareholders of each of JJA and CAC Products have adopted the terms of the merger.

The parties hereto agree as follows:

ARTICLE I THE MERGER

1.1 Effective Time of the Merger. The Merger authorized by this Agreement (the "*Merger*") will be effective immediately after the close of business on February 29, 2000 (the "*Effective Time of the Merger*").

1.2 The Merger. Upon the Effective Time of the Merger, CAC Products is to be merged with and into JJA, in accordance with the laws of the states Delaware and New Hampshire, whereupon the separate existence of CAC Products will cease, and JJA will be the surviving corporation and will continue to exist under and be governed by the New Hampshire Business Corporation Act (the "*NHBCA*");

1.3 Articles or Certificates of Merger. JJA and CAC Products will file articles or certificates of merger with the Secretary of State of Delaware and Secretary of State of New Hampshire and make all other filings or recordings required in connection with the Merger by the NHBCA or the Delaware General Corporation Law ("*DGCL*").

ARTICLE II THE CORPORATION SURVIVING THE MERGER

2.1 Articles or Certificates of Incorporation. At the Effective Time of the Merger and without any further action on the part of JJA or the Merging Corporation, the Articles of Incorporation of JJA in effect at the Effective Time of the Merger will be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

2.2 By-Laws. At the Effective Time of the Merger and without any further action on the part of JJA or the Merging Corporation, the By-Laws of JJA in effect at the Effective Time of the Merger will be the By-Laws of the Surviving Corporation until amended in accordance with applicable law.

2.3 Directors and Officers. From and after the Effective Time of the Merger, until successors are duly elected or appointed and qualified in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation and applicable law, (i) the directors of JJA at the Effective Time of the Merger will be the directors of the Surviving Corporation, and (ii) the officers of JJA at the Effective Time of the Merger will be the officers of the Surviving Corporation.

2.4 Statutory Agent. The designated statutory agent for service of process will be The Corporation Trust Company.

ARTICLE III CAPITALIZATION

3.1 Capitalization of JJA. The entire authorized capital stock of JJA consists of (i) 250 shares of voting common stock, without par value, of which 100 shares are issued and outstanding, and (ii) 50 shares of non-voting common stock, without par value, of which 14.29 shares are issued and outstanding. Prior to the Merger, all of the issued and outstanding shares of capital stock of JJA are owned by CAC Products. All of the shares are free and clear of liens, and other than those that may be set forth in this Agreement, no authorization or consent of any person is required to consummate the transactions contemplated hereby. At the Effective Time of the Merger, all issued and outstanding shares of JJA will be owned by GA-TEK Inc., an Ohio corporation ("**GA-TEK**"). In order to effectuate the Merger, at the Effective Time of the Merger, the shares of JJA owned by CAC Products will be surrendered to JJA and will be canceled, and in exchange therefor, a new share certificate will be issued to GA-TEK, which share certificate will evidence all of the issued and outstanding shares of capital stock of JJA.

3.2 Capitalization of CAC Products. The entire authorized capital stock of CAC Products consists of 1,500 shares of common stock, \$.01 par value per share, of which 1,500 shares are issued and outstanding. All issued and outstanding shares of capital stock of JJA are owned by GA-TEK. The issued and outstanding shares are free and clear of liens, and other than those that may be set forth in this Agreement, no authorization or consent of any person is required to consummate the transactions contemplated hereby.

ARTICLE IV EFFECT OF THE MERGER

4.1 Effect of the Merger. At the Effective Time of the Merger, the effect of the Merger will be as provided by this Agreement and by the applicable provisions of the NHBCA and the DGCL.

4.2 Further Action by the Merging Corporation. If after the Effective Time of the Merger, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of the Merging Corporation or otherwise to carry out the provisions of this Agreement, the directors and officers of the Merging Corporation last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of the Merging Corporation last in office are not able or available to execute such documentation or perform such acts, the directors and officers of the Surviving Corporation will be authorized to act on behalf of the Merging Corporation.

4.3 Capital Stock of the Corporation Surviving the Merger. At the Effective Time of the Merger, (i) each share of common stock of CAC outstanding immediately prior to the Merger will be converted into the right to receive 1/6 shares of voting common stock of the Surviving Corporation, and (ii) each share of capital stock of JJA that is issued and outstanding at the Effective Time of such merger will be canceled and surrendered to JJA.

4.4 Capital Stock of the Merging Corporation. At the Effective Time of the Merger, each share of capital stock of the CAC Products that is issued and outstanding immediately prior to the Effective Time of the Merger will be canceled. All such shares, by virtue of the Merger and without any action on the part of the holders thereof, the Surviving Corporation or the Merging Corporation, will no longer be outstanding and will cease to exist. The Board of Directors of the Merging Corporation shall cause its sole shareholder to surrender all issued and outstanding shares to the Surviving Corporation at or immediately after the Effective Time.

4.5 Assets and Liabilities of the Merging Corporation. At the Effective Time of the Merger, the Surviving Corporation will for all purposes possess all assets and property of every description, and every interest therein, of the Merging Corporation and all rights, privileges, immunities, interests, powers, franchises, and authority of a public as well as a private nature of the Merging Corporation. At the Effective Time of the Merger, the Surviving Corporation will assume for all purposes all liabilities or obligations belonging to or due to the Merging Corporation.

ARTICLE V MISCELLANEOUS

5.1 Abandonment or Amendment. At any time prior to the Effective Date of the Merger or the filing of the certificates or articles of merger with the appropriate State offices, the Board of Directors of either the Surviving Corporation or the Merging Corporation may abandon this Merger or any Merger or may amend this Agreement to the extent permitted by law.

5.2 Counterparts; Signatures. This Agreement may be executed in one or more counterparts each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy or facsimile of any signature necessary to authorize, adopt, or execute this Agreement or any other document necessary to effect the Merger will be treated to the extent permitted by law as an original signature.

5.3 Headings. The headings of articles and sections herein are for convenience of reference only, are not a part of this Agreement, and are not to be deemed to limit or affect any of the provisions hereof.

5.4 Complete Agreement. This Agreement contains the complete agreement among the parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

5.5 Third Parties. Nothing herein expressed or implied is intended or is to be construed to confer upon or give to any person, other than the parties to this Agreement or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

5.6 Accounting Treatment of the Merger. The parties hereto agree that this Merger will be treated as poolings of interest for all purposes of federal and state income taxes, and each party will report all taxes in a manner consistent therewith.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers duly authorized on the day and year first above written.

JOHNSON & JOHNSTON ASSOCIATES, INC.

By: Michael C. Veysey
Name: Michael C. Veysey
Title: Vice President

CAC PRODUCTS ACQUISITION, INC.

By: Michael C. Veysey
Name: Michael C. Veysey
Title: Senior Vice President

PLEASE TYPE OR PRINT IN INK

NAME OF CORPORATION
JOHNSON & JOHNSTON ASSOCIATES, INC.

A \$50.00 LATE FILING FEE IS DUE ON ALL REPORTS NOT RECEIVED ON OR BEFORE APRIL 15. (SEE INSTRUCTIONS.)
INFORMATION ON THIS REPORT SHALL BE AS OF JANUARY 1, 2003 FOR REPORT DUE APRIL 1, 2003

RECEIVED

JAN 29 2003

**NEW HAMPSHIRE
SECRETARY OF STATE**

JOHNSON & JOHNSTON ASSOCIATES, INC.
G. WILLIAM STAIB
130 RTE 111T
HAMPSTEAD NH 03841-2343

078383

Not to be Filled in:

Date

Check No

Amount

10162
100/250

\$100.00

REPORT FEE

\$100.00

TOTAL DUE

AMENDMENT MUST BE FILED TO CHANGE NAME. SEE
NOTE "A" ON REVERSE SIDE.

| | | | | | | | | | | |
|---------------|---|---|---|---|---|---|---|---|---|---|
| FEDERAL ID# | 0 | 4 | — | 2 | 5 | 6 | 1 | 3 | 4 | 0 |
| CORRECTED ID# | | | | | | | | | | |

COMPLETE ADDRESS OF PRINCIPAL OFFICE:

130 RT 111
HAMPSTEAD, NH 03841

CORRECTION IN ABOVE ADDRESS:

INCORPORATED UNDER THE LAWS OF:
STATE NEW HAMPSHIRE

COMPLETE INFORMATION AS OF JANUARY 1, 2003

NATURE OF BUSINESS IN NH:

Manufacturing

PRINCIPAL OFFICERS

PRESIDENT

BUSINESS ADDRESS: NO. STREET

TOWN/CITY STATE ZIP

TREASURER

BUSINESS ADDRESS: NO. STREET

TOWN/CITY STATE ZIP

SECRETARY

BUSINESS ADDRESS: NO. STREET

TOWN/CITY STATE ZIP

REGISTERED AGENT/REGISTERED OFFICE

G. WILLIAM STAIB
130 RTE 111T
HAMPSTEAD, NH 03841

REQUEST FORM 9 TO CHANGE REGISTERED AGENT
OR REGISTERED OFFICE. SEE NUMBER 1 ON
REVERSE SIDE.

DIRECTORS

AT LEAST ONE DIRECTOR REQUIRED. NAME(S) OF
DIRECTOR(S) MUST BE ENTERED EVEN IF SAME AS
OFFICER(S).

DIRECTOR

G. William Staib
130 Route 111
Hampstead NH 03841

BUSINESS ADDRESS: NO. STREET
TOWN/CITY STATE ZIP
DIRECTOR

BUSINESS ADDRESS: NO. STREET

TOWN/CITY STATE ZIP

IF THERE ARE ANY ADDITIONAL
DIRECTORS, PLEASE ATTACH ADDITIONAL SHEET
TO BE SIGNED BY AN OFFICER, DIRECTOR OR ANY OTHER PERSON
AUTHORIZED BY THE BOARD OF DIRECTORS.

I, THE UNDERSIGNED DO HEREBY CERTIFY THAT THE STATEMENT
ON THIS REPORT ARE TRUE TO THE BEST OF MY INFORMATION,
KNOWLEDGE AND BELIEF.



MUST HAVE ORIGINAL SIGNATURE

SIGNATURE

TYPE OR

PRINT NAME: G. William Staib

TITLE: President

Form
RSA 20

**ARTICLES OF DISSOLUTION
BY
BOARD OF DIRECTORS AND SHAREHOLDERS**

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF DISSOLUTION FOR THE PURPOSE OF DISSOLVING THE CORPORATION:

FIRST: The name of the corporation is Johnson & Johnston Associates, Inc.

SECOND: The dissolution was authorized on January 17, 2005.

THIRD: The dissolution was approved by the shareholders.

| <u>Designation of voting group:</u> | <u>Total number of votes entitled to be cast:</u> | <u>Total Number of votes cast:</u> | |
|-------------------------------------|---|------------------------------------|----------|
| | | For: | Against: |
| Common | 100 | 100 | 0 |

FOURTH: The number of shares cast for dissolution was sufficient for approval.

FIFTH: The corporation certifies that a copy of the articles of dissolution was mailed to New Hampshire Department of Revenue Administration on January 17, 2005.

IN WITNESS WHEREOF, the corporation has caused these Articles of Dissolution to be signed by Thomas N. Rich, its Secretary, this 17th day of January, 2005.

JOHNSON & JOHNSTON ASSOCIATES,
INC.

By: Thomas N. Rich
Name: Thomas N. Rich
Title: Secretary



